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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF PRESENTMENT OF JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 11247
(SKF USA INC.)

PLEASE TAKE NOTICE that on May 22, 2007, Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), objected to proof of claim number 11247 (the "Proof of Claim") filed by SKF USA Inc. (the "Claimant") pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims and Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection").

PLEASE TAKE FURTHER NOTICE that DAS LLC and the Claimant have agreed to settle the Fifteenth Omnibus Claims Objection with respect to the Proof of Claim, and because the claim (the "Claim") asserted in the Proof of Claim involves an ordinary course controversy and pursuant to the Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414), DAS LLC and the Claimant have (i) entered into a Settlement Agreement dated as of June 25, 2007 (the "Settlement Agreement") and (ii) executed a Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11247 (the "Joint Stipulation").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Settlement Agreement and the Joint Stipulation, DAS LLC and the Claimant have agreed (a) that the portion of the Claim that constitutes an allowed cure claim (the "Allowed Cure Claim") with administrative expense priority pursuant to the Assumption Agreement between the Claimant and DAS LLC

dated August 18, 2007 (the "Assumption Agreement") has previously been allowed and (b) to reduce and allow the portion of the Claim that has not previously been resolved pursuant to the Assumption Agreement as a general unsecured non-priority claim in the amount of \$117,224.69 against the estate of DAS LLC (the "Settlement Claim").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Settlement Agreement and the Joint Stipulation, the Claimant shall withdraw with prejudice its Initial Response Of SKF USA Inc. To The Debtors' Fifteenth Omnibus Objection To Claims (Docket No. 8389).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Settlement Agreement and the Joint Stipulation, DAS LLC and the Claimant have agreed that SKF reserves the right, pursuant to 11 U.S.C. § 503(b), to seek administrative priority status for \$26,195.39 of the Claim on the grounds that SKF has a valid reclamation claim in the amount of \$26,195.39, subject to the Debtors' right to assert certain reserved defenses to such reclamation claim, and further reserves the right to assert that any or all of the Settlement Claim shall be entitled to administrative expense priority status to the extent that such portion of the Settlement Claim arises under an unexpired executory contract that any of the Debtors hereafter seek to assume pursuant to 11 U.S.C. § 365.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Settlement Agreement and the Joint Stipulation, DAS LLC and the Claimant have agreed that for administrative purposes only, the Claim shall be reduced on DAS LLC's claim register to the amount of the Settlement Claim; provided, however, that such reduction shall not impair and shall have no effect on the validity of the Allowed Cure Claim or SKF's receipt of, and DAS LLC's payment of, payment as required by the Assumption Agreement on the Allowed Cure Claim.

PLEASE TAKE FURTHER NOTICE that the Debtors will present the Joint
Stipulation for consideration on July 12, 2007, in the United States Bankruptcy Court for the
Southern District of New York.

Dated: New York, New York
July 5, 2007

SKADDEN, ARPS, SLATE, MEAGHER &
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